

# CHINA MINING INTERNATIONAL LIMITED

(formerly known as Sunshine Holdings Limited)

(Incorporated in the Cayman Islands)

(Company Registration No. CT-140095)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of China Mining International Limited (the "**Company**") will be held on 11 December 2012 at 10.00 a.m. at Furama Riverfront Singapore, Jupiter II, Level 3, 405 Havelock Road, Singapore 169633 for the purpose of considering and, if thought fit, passing the following resolution as a special resolution:-

All capitalised terms in this notice, which are not defined herein, shall (unless the context otherwise requires) have the same meanings ascribed to them in the Circular to Shareholders of the Company dated 16 November 2012 (the "**Circular**").

### **SPECIAL RESOLUTION: -**

#### **THE PROPOSED CAPITAL REORGANISATION**

That, conditional upon:

- (a) an order being made by the Grand Court of the Cayman Islands (the "**Court**") confirming the Proposed Capital Reduction (as defined below);
- (b) the registration by the Registrar of Companies of the Cayman Islands of the order of the Court confirming the Proposed Capital Reduction and the Minute approved by the Court;
- (c) compliance with any conditions as may be imposed by the Court in relation to the Proposed Capital Reduction;
- (d) compliance with all relevant legal procedures and requirements under the laws of the Cayman Islands and Singapore (if any) to effect the Proposed Capital Reorganisation (including the Proposed Capital Reduction); and
- (e) the receipt of all necessary approvals (if any) from the regulatory authorities, including but not limited to, the SGX-ST, as may be required in respect of the transactions contemplated by the Proposed Capital Reorganisation, including the Proposed Capital Reduction,

upon the date (the "**Effective Date**") on which the aforesaid conditions are fulfilled:

- (1) the issued and paid-up share capital of the Company (the "**Proposed Capital Reduction**") be reduced from S\$73,350,000 (equivalent to about RMB368,358,000) divided into 1,173,600,000 Shares (including treasury shares) with a par value of S\$0.0625 each in the capital of the Company to S\$1,173,600 (equivalent to about RMB5,894,000) divided into 1,173,600,000 shares (including treasury shares) with a par value of S\$0.001 each in the capital of the Company by the cancellation of the paid-up share capital of the Company to the extent of S\$0.0615 on each of the Shares with a par value of S\$0.0625 in the capital of the Company in issue on the Effective Date so that each issued Share with a par value of S\$0.0625 in the capital of the Company shall be treated as one (1) fully paid-up share with a par value of S\$0.001 in the capital of the Company as at the Effective Date and any liability of the holders of such Shares to make any further contribution to the share capital of the Company on each such Share shall be treated as satisfied;
- (2) subject to and forthwith upon the Proposed Capital Reduction taking effect, all the authorised but unissued Shares with a par value of S\$0.0625 each in the capital of the Company (which shall include the authorised but unissued Shares resulting from the Proposed Capital Reduction) be cancelled and the authorised share capital of the Company of S\$500,000,000 (equivalent to about RMB2,536,333,000) be diminished by S\$498,826,400 (equivalent to about RMB2,530,439,000) representing the amount of Shares so cancelled and, forthwith upon such cancellation, the authorised share capital of the Company be increased to S\$500,000,000 (equivalent to about RMB2,536,333,000) by the creation of 498,826,400,000 shares with a par value of S\$0.001 each in the capital of the Company (representing the difference between 500,000,000,000 shares with a par value of S\$0.001 each and the number of shares with a par value of S\$0.001 each in the capital of the Company in issue after the Proposed Capital Reduction);
- (3) subject to and forthwith upon the Proposed Capital Reduction taking effect, the credit amount of S\$72,176,400 (equivalent to about RMB362,464,000) arising from the Proposed Capital Reduction be applied to a distributable reserve account of the Company where it may be utilised by the directors of the Company in accordance with the Articles and all applicable laws; and
- (4) the directors of the Company be and are (or any one of them be and is) hereby authorised to take any and all steps, and to do and/or procure to be done any and all acts and things, and to approve sign and execute any documents which they (or he) in their (or his) absolute discretion consider to be necessary, desirable or expedient to implement and carry into effect this special resolution and to exercise such discretion in connection with, relating to or arising from the Proposed Capital Reorganisation and/or the matters contemplated therein or in these resolutions, with such modifications thereto (if any) as they (or he) may from time to time consider necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Capital Reorganisation.

By Order of the Board

**China Mining International Limited**

Foo Soon Soo

Yeo Tze Khern

Joint Company Secretaries

16 November 2012

### **Notes:**

1. A Member of the Company (other than the Central Depository (Pte) Limited ("**CDP**") entitled to attend and vote at the above meeting and who is holder of two or more shares shall be entitled to appoint not more than two proxies to attend and vote in his stead by completing and signing the Member Proxy Form. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing; or if such appointor is a corporation, either under its common seal or under the hand of an officer, attorney or other person authorized to sign the same.
3. An individual Depositor whose name is shown in the records of the CDP as at a time not earlier than forty-eight (48) hours prior to the time of the above meeting supplied by the CDP to the Company, may attend as a CDP's proxy and shall not be required to lodge any proxy form. A Depositor who is an individual and is unable to attend the above meeting personally and a Depositor which is a corporation may appoint a nominee(s) to attend and vote in his or its stead by completing and signing the Depositor Proxy Form.
4. In any case where an instrument of proxy appoints more than one proxy (including the case when a Depositor Proxy Form is used), the proportion of the shareholding concerned (expressed as a percentage of the whole) to be represented by each proxy shall be specified in the Instrument of proxy.
5. All Member Proxy Forms and Depositor Proxy Forms must be lodged at the office of the Company's Singapore Share Transfer Agent, KCK CorpServe Pte. Ltd., at 333 North Bridge Road, #08-00 KH KEA Building, Singapore 188721, not less than forty-eight (48) hours before the meeting.